

COPY

Attorney or Party Name, Address, Telephone & FAX Numbers, and California State Bar Number

Paul J. Couchot, 131934
Fidel J. Orantes, 190060
660 Newport Center
Fourth Floor
Newport Beach, CA 92660
(949) 720-4100

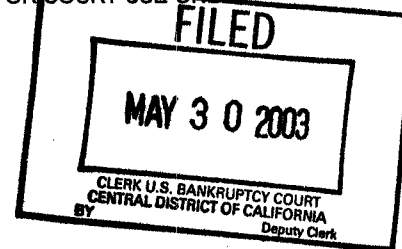
(949) 720-4111

**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA**

In re: Cosmotronic Corporation, a Delaware corporation
Debtor and Debtor in Possession

Debtor(s).

FOR COURT USE ONLY



CASE NO.:

SA 03-13631 RA

NOTICE OF SALE OF ESTATE PROPERTY

Sale Date:

Time:

Location:

Type of Sale: ☒ Public: ☐ Private: Last date to file objections: June 11, 2003

Description of Property to be Sold: Debtor's rights, title and interest in substantially all property of the estate consisting of: all equipment, inventories, accounts receivable and other assets required to conduct the ongoing fabrication of high reliability, high technology printed circuit boards.

Terms and Conditions of Sale: Such property is intended to be sold free and clear of all liens, claims and interests, and furthermore, is intended to be sold in such a way as to enable the Debtor to remain a going concern. Other terms and conditions as set forth in the Asset Purchase Agreement dated as of May 21, 2003 by and between the Purchaser and the Debtor, a copy of which may be obtained from Debtor's counsel.

Proposed Sale Price: \$825,000 plus outstanding balance on \$500,000 Debtor-in-Possession Loan.

Overbid Procedure (If Any): As set forth in Overbid Procedures Order attached hereto as Exhibit "1."

If property is to be sold free and clear of liens or other interests, list date, time and location of hearing:

Contact Person for Potential Bidders (include name, address, telephone, fax and/or e-mail address):

Michael O'Brien

Cosmotronic Corporation

16721 Noyes Ave.

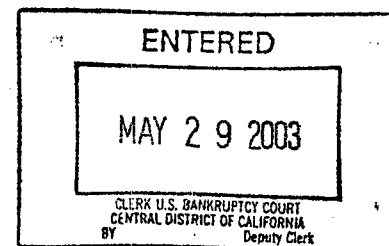
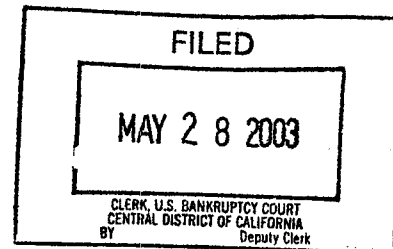
Irvine, CA 92606

Tel: (949) 660-0740; Fax: (949) 474-1280,

E-Mail: michael_obrien@cosmotronic.com

Date: _____

COPY



PAUL J. COUCHOT – State Bar No. 131934
FIDEL J. ORANTES – State Bar No. 190060
WINTHROP COUCHOT
PROFESSIONAL CORPORATION
660 Newport Center Drive, 4th Floor
Newport Beach, CA 92660

Telephone: (949) 720-4100
Facsimile: (949) 720-4111

Proposed General Insolvency Counsel
for Debtor and Debtor-in-Possession

UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
SANTA ANA DIVISION

In re

COSMOTRONIC CORPORATION, a
Delaware corporation

Debtor and
Debtor-in-Possession.

Case No. SA 03-13631 RA

Chapter 11 Proceedings

ORDER:

1. APPROVING BIDDING PROCEDURES IN CONNECTION WITH THE SALE OF ASSETS;
2. APPROVING FORM AND MANNER OF NOTICE OF AUCTION AND SALE HEARING;
3. SCHEDULING A HEARING TO CONSIDER APPROVAL OF ASSET PURCHASE AGREEMENT

DATE: May 23, 2003

TIME: 1:30 p.m.

PLACE: Courtroom 6C
411 W. 4th Street
Santa Ana, CA 92701

The Debtor's Emergency Motion For Order (1) Approving (i) Bidding Procedures In Connection With The Sale Of Assets, And (ii) Form And Manner Of Notice Of Auction And Sale Hearing, and (2) Scheduling A Hearing To Consider Approval Of Asset Purchase

Exhibit 1

Page 2

1 Agreement; Memorandum of Points and Authorities (the "Motion")¹ filed by Cosmotronic
2 Corporation, a Delaware corporation, the debtor and debtor-in-possession in the above entitled
3 Chapter 11 proceeding (the "Debtor"), came on for hearing before the undersigned United States
4 Bankruptcy Judge on May 14, 2003, at 1:30 p.m. ("Hearing"). The Court continued the Hearing
5 to May 16, 2003, at 1:30 p.m. ("Continued Hearing") The Motion came on for hearing at the
6 Continued Hearing and the Court again continued it to May 23, 2003, at 1:30 p.m. ("Second
7 Continued Hearing"). The Motion came on for hearing at the Second Continued Hearing.

8 The Debtor appeared by and through its proposed counsel Winthrop Couchot Professional
9 Corporation by Paul J. Couchot, Esq.; Dresdner Bank AG appeared by and through its counsel
10 Buchalter Nemer Fields & Younger by Pamela Kohlman Webster, Esq.; the Official Committee
11 of Unsecured Creditors appeared by and through its proposed counsel Albert Weiland & Golden
12 by Evan D. Smiley, Esq. Other appearances, if any, were made as indicated on the Court's
13 record.

14 The Court having reviewed the Motion, and having found that sufficient notice of the
15 Motion was given under the circumstances, and having heard the representations and arguments
16 of counsel, and good cause appearing,

17 IT IS HEREBY ORDERED THAT:

18 The relief requested in the Motion with respect to the Bidding Procedures and the Sale
19 Hearing is granted, subject to the terms and conditions set forth in this Order.

20 **Sale Hearing**

21 1. The Sale Hearing shall be held on regular notice as provided by the Local
22 Bankruptcy Rules before the undersigned United States Bankruptcy Judge on June 25, 2003, at
23 3:00 p.m. in the United States Bankruptcy Court, 411 W. 4th Street, Santa Ana, California, 92701
24 ("Sale Hearing"), at which time the Court will consider the relief requested in a timely filed and
25 served Motion for an Order (1) Approving the Sale of Substantially All of the Assets of the
26 Debtor Free and Clear of Liens, Claims, and Interests Pursuant to 11 U.S.C. § 363; (2) Approving
27

28 ¹ Unless otherwise defined, capitalized terms used herein shall have the meanings ascribed to them
in the Motion or the Purchase Agreement, as the case may be.

1 Assumption and Assignment of Executory Contracts and Unexpired Leases Pursuant to 11 U.S.C.
2 §365; (3) Approving Rejection of Executory Contracts and Unexpired Leases Not Expressly
3 Designated; and (4) Finding that Buyer is Good Faith Buyer (the "Sale Motion") with respect to
4 the Sale and confirm the results of the Auction, if any. Any party in interest objecting to the Sale
5 shall file written objections with the United States Bankruptcy Court Clerk for the Central District
6 of California no later than 4:00 p.m. PST fourteen days before the Sale Hearing, which objections
7 shall be served on the parties specified in the Service List attached as Exhibit "1" to the Sale
8 Notice attached hereto as Exhibit "A" so as to be received on or before 4:00 P.M. PST, also
9 fourteen days before the Sale Hearing.

10 2. The failure of any objecting person or entity to file its objection timely as set forth
11 herein shall be a bar to the assertion, at the Sale Hearing or thereafter, of any objection to the Sale
12 Motion, the Sale, or the Debtor's consummation and performance of the Purchase Agreement (if
13 so authorized by the Court) including the transfer of the Assets free and clear of all liens, claims,
14 encumbrances, rights of refusal, or other interests of any kind whatsoever.

15 3. As to any party to an executory contract or unexpired lease that fails to file and
16 serve a timely objection to the proposed Cure amount ~~as specified above~~, the Court may enter an
17 order: (i) approving the procedure set forth above and in the Motion for the rejection or
18 assumption and assignment of such party's executory contract, and (ii) providing that the Debtor
19 and the Purchaser (or such other higher bidder) may be permitted to rely upon the calculation of
20 the Cure amount as set forth in the Cure Notice, as defined below, and barring such other party at
21 any later date from contesting the calculation of the Cure amount as set forth in such Cure Notice.

22 4. The Sale Hearing may be adjourned from time to time without further notice to
23 creditors or parties in interest other than by announcement of the adjournment in open court or on
24 the Court's calendar on the date scheduled for the Sale Hearing or any other adjourned date.

25 Notice

26 5. The Sale Notice attached hereto as Exhibit "A" (the "Sale Notice") is hereby
27 approved, and notice of the Motion and the Sale Hearing shall be good and sufficient, and no
28 other notice shall be required, if given as follows:

Exhibit

1

Page

4

1 (a) Notice of the Sale Hearing. No later than two business days after
2 the entry of an order approving the Bidding Procedures (the
3 "Mailing Date"), Debtor (or their agents) shall serve the Sale
4 Motion, the Purchase Agreement, the proposed Sale Order, the Sale
5 Notice and a copy of this Order by first-class mail, postage prepaid,
6 upon (i) the Office of the United States Trustee for the Central
7 District of California; (ii) counsel for the Purchaser; (iii) counsel for
8 the Official Committee of Unsecured Creditors; (iv) all entities (or
9 counsel therefor) known to have asserted any lien, claim,
10 encumbrance, right of refusal, or other interest of any kind
11 whatsoever in or upon the Assets; (v) all federal, state and local
12 regulatory or taxing authorities or recording offices which have a
13 reasonably known interest in the relief requested by the Motion; (vi)
14 all parties that have expressed a bona fide interest in acquiring the
15 Assets or funding a plan of reorganization for the Debtor; (vii) the
16 United States Attorney's office; (viii) the Internal Revenue Service;
17 and (ix) all entities who have filed a notice of appearance and
18 request for service of papers in these cases;

19 (b) Publication Notice. No later than two business days after the entry
20 of an order approving the Bidding Procedures, the Debtor shall
21 cause notice substantially in the form of the Sale Notice to be
22 published in (i) The Orange County Register, and (ii) the daily
23 newsletter published by Custer Consulting, and such publication
24 shall be deemed proper notice to any other interested parties whose
25 identities are unknown to the Debtor. Moreover, the Debtor shall
26 provide the Sale Notice to any entity or individual who has
27 expressed an interest in purchasing the assets of the Debtor in the
28 past two years.

1 (c) Cure Notice. On or before June 4, 2003, the Debtor will serve upon
2 all parties to the Contracts that are to be assumed and assigned by
3 the Debtor under § 365 a notice of the proposed cure amount for
4 each such Contract.

5
6 **Bidding Procedures**

7 6. The Bidding Procedures, as set forth and described in the Sale Notice and
8 incorporated herein by reference, are hereby approved and shall govern all proceedings relating to
9 the Agreement and the Debtor's consideration of other bids for the Assets.

10 **Credit-Bidding Rights**

11 7. The rights of Dresdner Bank AG to credit-bid at the Auction are not affected or
12 otherwise modified by this Order, provided that if Dresdner Bank AG is the Successful Bidder (as
13 defined in the Sale Notice), it shall satisfy all the Obligations owed by the Debtor to TC
14 Cosmotronic Holdings, LLC under that certain Debtor-in-Possession Loan and Security
15 Agreement dated as of May 13, 2003 among the Borrower, Cosmotronic Holding Corporation,
16 Connector Products, Inc. and TC Cosmotronic Holdings, LLC as approved by the court by order
17 entered on May 14, 2003.

18 **Retention of Jurisdiction**

19 8. The Court shall retain jurisdiction over any matter or dispute arising from or
20 relating to the implementation of this Order.

21 **Consent to this Order Not Consent to Sale**

22 9. Approval of this order does not waive the right of any party to object to the Sale
23 Motion. All parties reserve their right to object to the Sale Motion.

24
25 DATED: May 28, 2003

ROBERT W. ALBERTS

26 ROBERT W. ALBERTS
27 UNITED STATES BANKRUPTCY JUDGE


28
Exhibit

Page

6

APPROVED AS TO FORM AND CONTENT:

WINTHROP COUCHOT PC

By: 
Paul J. Couchot
Fidel J. Orantes
Attorneys for the Debtor

SHEARMAN & STERLING
(SIGNATURE PAGE ATTACHED)

By: _____
Justin Hewitt
Attorneys for Purchaser

BUCHALTER NEMER FIELDS & YOUNGER
(SIGNATURE PAGE ATTACHED)

By: _____
Pamela Webster
Attorneys for Dresdner Bank, AG

ALBERT WEILAND & GOLDEN, LLP
(SIGNATURE PAGE ATTACHED)

By: _____
Evan D. Smiley
Proposed Attorneys for Official Committee
of Unsecured Creditors

APPROVED AS TO FORM AND CONTENT:

WINTHROP COUCHOT

By: _____

Paul J. Couchot

Fidel J. Orantes

Attorneys for the Debtor

SHEARMAN & STERLING

By: _____

Justin Hewitt

Attorneys for Purchaser

BUCHALTER NEMER FIELDS & YOUNGER

By: _____

Pamela Webster

Attorneys for Dresdner Bank, AG

ALBERT WEILAND & GOLDEN, LLP

By: _____

Evan D. Smiley

Proposed Attorneys for Official Committee
of Unsecured Creditors

Exhibit 6

Page 8

1 APPROVED AS TO FORM AND CONTENT:

2 **WINTHROP COUCHOT**

3
4 By: _____

5 Paul J. Couchot

6 Fidel J. Orantes

7 Attorneys for the Debtor

8 **SHEARMAN & STERLING**

9 By: _____

10 Justin Hewitt

11 Attorneys for Purchaser

12 **BUCHALTER NEMER FIELDS & YOUNGER**

13
14 By:  _____

15 Pamela Webster

16 Attorneys for Dresdner Bank, AG

17 **ALBERT WEILAND & GOLDEN, LLP**

18
19 By: _____

20 Evan D. Smiley

21 Proposed Attorneys for Official Committee
22 of Unsecured Creditors
23
24
25
26
27
28

Exhibit 1

Page 9

APPROVED AS TO FORM AND CONTENT:

WINTHROP COUCHOT

By: _____
Paul J. Couchot
Fidel J. Orantes
Attorneys for the Debtor

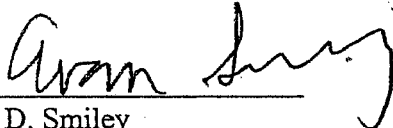
SHEARMAN & STERLING

By: _____
Justin Hewitt
Attorneys for Purchaser

BUCHALTER NEMER FIELDS & YOUNGER

By: _____
Pamela Webster
Attorneys for Dresdner Bank, AG

ALBERT WEILAND & GOLDEN, LLP

By: 
Evan D. Smiley
Proposed Attorneys for Official Committee
of Unsecured Creditors

1 PAUL J. COUCHOT – State Bar No. 131934
FIDEL J. ORANTES – State Bar No. 190060

2 **WINTHROP COUCHOT**
3 **PROFESSIONAL CORPORATION**

3 3 Civic Plaza, Suite 280
4 Newport Beach, CA 92660

4 Telephone: (949) 720-4100

5 Facsimile: (949) 720-4111

6 [Proposed] General Insolvency Counsel for
7 Debtor and Debtor-in-Possession

8 **UNITED STATES BANKRUPTCY COURT**

9 **CENTRAL DISTRICT OF CALIFORNIA**

10 **SANTA ANA DIVISION**

11 In re

12 COSMOTRONIC CORPORATION, a
13 Delaware corporation

14 Debtor and
15 Debtor-in-Possession.

Case No. SA 03-13631-RA

Chapter 11 Proceeding

**NOTICE OF AUCTION AND SALE OF ASSETS
AND BIDDING PROCEDURES IN
CONNECTION THEREWITH**

BID DEADLINE

DATE: June 19, 2003

TIME: 5:00 p.m.

AUCTION (IF APPROPRIATE)

DATE: June 23, 2003

TIME: Starting at 9:30 a.m.

PLACE: Winthrop Couchot PC
660 Newport Center Drive – 4th Floor
Newport Beach, CA 92660

SALE HEARING

DATE: June 25, 2003

TIME: 3:00 p.m.

PLACE: Courtroom 6C
411 W. Fourth Street
Santa Ana, CA 92701

Exhibit 1

Page 11

1 PLEASE TAKE NOTICE THAT:

2 Pursuant to the Order (A) Approving (i) Bidding Procedures in Connection With the Sale
3 of Assets, and (ii) Form and Manner of Notice of Auction and Sale Hearing, and (B) Scheduling a
4 Hearing to Consider Approval of Asset Purchase Agreement (the "Bidding Procedures Order")
5 entered by the United States Bankruptcy Court for the Central District of California (the "Court")
6 on May 27, 2003, Cosmotronic Corporation ("Cosmotronic"), a debtor and debtor in possession in
7 the above captioned case (the "Debtor") has been authorized by the Court to proceed with the sale
8 to TC Cosmotronic Holdings, LLC (the "Purchaser") of substantially all of the assets of the
9 Debtor, in accordance with the procedures for the solicitation and submission of higher and better
10 offers (the "Bidding Procedures") set forth below.

11 **Bidding Procedures**

12 1. Purchase and Sale Agreement. The Debtor has entered into an Asset Purchase
13 Agreement dated as of May 21, 2003 (the "Agreement") with the Purchaser to sell the Assets to
14 the Purchaser, free and clear of all liens, claims, encumbrances, rights of refusal, or other interests
15 of any kind whatsoever (collectively, "Interests") for the purchase price (the "Proposed Purchase
16 Price") of (i) \$750,000 (Seven Hundred and Fifty Thousand Dollars), plus (ii) \$75,000 (Seventy
17 Five Thousand Dollars), which is intended for distribution to the unsecured creditors of the Seller
18 (other than Dresdner Bank AG, Said and Cohen Family Trust, and Thayer Equity Investors III,
19 L.P. and their respective affiliates), plus (iii) the aggregate amount of principal, interest and all
20 other charges and amounts outstanding as of the Closing under the Debtor's debtor in possession
21 credit agreement (the "Loan Agreement"), which shall be payable in full in cash or cash-
22 equivalent on the Closing Date (as defined in the Agreement).

23 2. Overbids. The Debtor is willing to consider other bids for the assets, subject to
24 the following terms and conditions:

- 25 a. Information and Due Diligence. The Seller shall allow potential purchasers to
26 conduct due diligence with respect to the Assets upon their delivery to the Seller's
27 counsel of a properly executed confidentiality agreement (the "Confidentiality
28 Agreement") in form and substance satisfactory to the Seller. The Seller shall -

1 designate an employee or representative to coordinate all reasonable requests for
2 additional information and due diligence access for such potential purchasers.

3 b. Participation Requirements. Unless otherwise ordered by the Court for cause
4 shown, in order to participate in the bidding process, each prospective bidder (a
5 "Competing Bidder") must deliver to the Seller (i) an executed Confidentiality
6 Agreement, (ii) current financial statements of the Competing Bidder or the equity
7 holder of a Competing Bidder that was formed for the purpose of acquiring the
8 Assets and (iii) a deposit in the amount of \$100,000 (the "Good Faith Deposit")
9 payable to the order of Winthrop Couchot, PC, as agent for the Seller, which
10 amount shall be refunded two business days after the Bid Deadline unless such
11 Competing Bidder has submitted a Qualified Bid (as defined below). A "Qualified
12 Bidder" is a Competing Bidder that delivers the documents and deposit described
13 in clauses (i), (ii) and (iii) above.

14 c. Bid Requirements. A bid is a letter from a Qualified Bidder stating that (A) the
15 Qualified Bidder offers to purchase the Assets upon terms and conditions at least as
16 favorable to the Debtor as those set forth in the Agreement including, without
17 limitation, the assumption of environmental liabilities set forth in the Agreement
18 and (B) the Qualified Bidder's offer is irrevocable until the earlier of 48 hours after
19 closing of the Sale or 30 days after the conclusion of the Sale Hearing. The Good
20 Faith Deposit of a Qualified Bidder shall be retained by Winthrop Couchot, PC and
21 returned in the event that the Qualified Bidder is not the Successful Bidder but shall
22 be forfeited in the event that the Qualified Bidder is the Successful Bidder and fails
23 to consummate the Sale pursuant to terms at least as favorable to the Debtor as the
24 terms of the Agreement. Unless otherwise waived by the Seller in writing, the
25 Seller will consider a bid only if the bid: (I) provides overall value for the Assets to
26 the Seller of at least \$25,000 above the Purchase Price bid in the Agreement; (II) is
27 on terms that are materially the same as or at least as favorable to the Debtor as the
28 terms of the Agreement including, without limitation, as to the assumption of

1 environmental liabilities; and (III) is received by the Bid Deadline. A bid received
2 from a Qualified Bidder that meets the above requirements is a "Qualified Bid". A
3 Qualified Bid will be valued based upon the net value provided by such bid.

4 d. Bid Deadline. The bid deadline shall be at 5:00 p.m. (PST) on the fourth business
5 day prior to the hearing on the Debtor's Motion for Order: (1) Approving The Sale
6 of Substantially All of the Assets of the Debtor Free and Clear of Liens, Claims and
7 Interests Pursuant to 11 U.S.C. § 363; (2) Approving Assumption and Assignment
8 of Executory Contracts and Unexpired Leases Pursuant to 11 U.S.C. § 365;
9 (3) Approving Rejection of Executory Contracts and Unexpired Leases Not
10 Expressly Designated; (4) Waiving 10-Day Waiting Period for Effectiveness of
11 Sale and Assignment Orders; and (5) Finding that Buyer is Good Faith Buyer (the
12 "Sale Hearing"). The Seller may extend the Bid Deadline once or successively, but
13 is not obligated to do so; provided, however, that the Seller shall not extend the Bid
14 Deadline for more than five business days or more than one time without, in each
15 case, the prior written consent of Purchaser.

16 e. Participation in Auction. If at least one Qualified Bid has been received which is
17 higher than the bid of the Purchaser set forth in the Agreement, the Seller shall
18 conduct an auction (the "Auction"). The Seller shall conduct the Auction two
19 business days after the Bid Deadline at the offices of Winthrop Couchot PC. Only
20 Qualified Bidders will be eligible to participate at the Auction.

21 f. Auction Procedures. At the Auction all Competing Bids shall be in increments of
22 \$25,000 or integral multiples thereof.

23 3. Successful Bid. At the Auction, the bidder making the highest bid for the
24 Assets shall be the "Successful Bidder"; provided, however, that if the Purchaser matches the
25 highest bid of any other Qualifed Bidder, the Purchaser shall be the Successful Bidder.

26 4. Objections to the Sale. Any party in interest objecting to the Sale shall file
27 written objections with the United States Bankruptcy Court Clerk for the Central District of
28 California no later than 4:00 p.m. California time on June 11, 2003 which objections shall be
NYDOCS03/681133.12

1 served so that the same are received on or before such date and time by the parties specified on the
2 Service List attached hereto as Exhibit "1."

3 This Notice is qualified in its entirety by the Bidding Procedures Order. All persons and
4 entities are urged to read the Bidding Procedures Order and the provisions thereof carefully. To
5 the extent this Notice is inconsistent with the Bidding Procedures Order, the terms of the Bidding
6 Procedures Order shall govern.

7 Copies of the Agreement, the Bidding Procedures Order, the Motion, and the proposed
8 Sale Order are available at the Debtor's expense from Winthrop Couchot, PC.

9 Dated: May 28, 2003

10
11 **WINTHROP COUCHOT PC**


12
13 By: 
14 Paul J. Couchot
15 Fidel J. Orantes
16 Attorneys for the Debtor and Debtor-in-
17 Possession
18
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EXHIBIT 1

SERVICE LIST

(1) Counsel for the Debtor and Debtor-in-Possession
Winthrop Couchot PC
660 Newport Center Drive, 4th Floor
Newport Beach, CA 92660
Attention: Paul J. Couchot Esq.

(2) Counsel for the Purchaser
Shearman & Sterling
599 Lexington Avenue
New York, NY 10022
Attention: Douglas Bartner, Esq.

(3) Office of the United States Trustee
Office of the United States Trustee
411 West Fourth Street, Suite 9041
Santa Ana, CA 92701
Attention: Arthur Marquis, Esq.

(4) Counsel for Dresdner Bank, AG
Dresdner Bank, AG
c/o Buchalter Nemer Fields & Younger
PC, 601 S. Figueroa Street, Suite 2500
Los Angeles, CA 90017
Attention: Pamela Kohlman Webster, Esq.

(5) Counsel to Said Cohen
Sidley & Austin
555 W. 5th Street
Los Angeles, CA 90013
Attention: Moshe J. Kupietzlay, Esq.

(6) Said Cohen
1862 Park Skyline Road
Santa Ana, CA 92705

(7) Counsel for the Official Committee of Unsecured Creditors
Albert Weiland & Golden
650 Town Center Drive, #1350
Costa Mesa, CA 92626
Attention: Evan D. Smiley, Esq.

1
2
3 CERTIFICATE RE NOTICE

4 The undersigned [(XXX) Attorney or () Movant] hereby certified that:

5 1. The entities served as set forth in the annexed proof of service are all of the entities
6 required by this Court to be served with the pleading(s) referred to therein; and

7 2. The names and addresses of such entities set forth in the annexed proof of service are
8 their correct names and addresses according to the records of the United States Bankruptcy Court
9 for the case specified below in which such proof of service is to be filed.

10 The undersigned hereby acknowledges that this Certificate is filed in compliance with
11 Bankruptcy Rule 9011(a) and may be relied upon by the Bankruptcy Court for the purpose of
12 determining whether each pleading which is the subject of such proof of service has been properly
13 served.

14 DATED: May 28, 2003

15 By: 

16 Paul J. Couchot

17 Fidel J. Orantes

18 Proposed General Insolvency Counsel
19 for Debtor and Debtor-in-Possession

20
21 CASE NAME: Cosmotronic Corporation

22 CASE NO: SA 03-13631-RA

23 ADV. NO.: N/A

24 DATE & TIME OF HEARING May 23, 2003 at 1:30 p.m.

25
26
27
28 exhibit

Page 17

CERTIFICATE OF SERVICE

I, Cynthia E. Tennell declare as follows:

I am employed in the County of Orange, State of California; I am over the age of eighteen years and am not a party to this action; my business address is 660 Newport Center Drive, Fourth Floor, Newport Beach, California 92660, in said County and State. On May 28, 2003, I served the following document(s): **ORDER: APPROVING BIDDING PROCEDURES IN CONNECTION WITH THE SALE OF ASSETS; APPROVING FORM AND MANNER OF NOTICE OF AUCTION AND SALE HEARING; SCHEDULING A HEARING TO CONSIDER APPROVAL OF ASSET PURCHASE AGREEMENT** on each of the interested parties (stated on the attached service list/as follows):

Cosmotronic Corporation Attn: Robert C. Doherty 16721 Noyes Ave. Irvine, CA 92606	Office of the U.S. Trustee 411 West Fourth Street, Suite 9041 Santa Ana, CA 92701-8000
<u>Proposed Committee Counsel</u> Evan D. Smiley, Esq. Albert Weiland & Golden, LLP 650 Town Center Drive, Suite 950 Costa Mesa, CA 92626	Secured Creditor - Dresdner Bank AG Pamela Webster, Esq. Jeff Garfinkle, Esq. Buchalter Nemer Fields & Younger 601 S Figueroa Street, #2500 Los Angeles, CA 90017-5704
Attorneys for Thayer Capital Partners Justin Hewitt, Esq. Shearman & Sterling 599 Lexington Ave. New York, NY 10022	

by the following means of service:

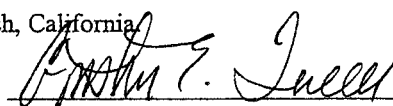
☒ **BY MAIL:** I placed a true copy in a sealed envelope addressed as indicated above, on the above-mentioned date. I am familiar with the firm's practice of collection and processing correspondence for mailing. It is deposited with the U.S. Postal Service on that same day in the ordinary course of business. Under that practice it would be deposited with the U.S. Postal Service on that same date with postage thereon fully prepaid at Newport Beach, California in the ordinary course of business I am aware that on motion of party served, service is presumed invalid if postal cancellation date or postage meter date is more than one day after date of deposit for mailing in affidavit.

☒ I am employed in the office of Winthrop Couchot Professional Corporation, Fidel J. Orantes is a member of the bar of this court.

☐ **(STATE)** I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

☒ **(FEDERAL)** I declare under penalty of perjury that the foregoing is true and correct.

Executed on May 28, 2003 at Newport Beach, California


Cynthia E. Tennell


Initials

Exhibit 1

Page 18

NOTICE TO USERS OF THIS FORM:

Physically attach this form as the last page of the proposed Order or Judgment.

Do **not** file this form as a separate document.

In re COSMOTRONIC CORPORATION, Debtor.	(SHORT TITLE)	CHAPTER 11 CASE NO. SA 03-13631 RA
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**NOTICE OF ENTRY OF JUDGMENT OR ORDER
AND CERTIFICATE OF MAILING**

TO PARTIES IN INTEREST LISTED BELOW:

You are hereby notified, pursuant to Local Bankruptcy Rule 116(1)(a)(iv), that a judgment or order entitled (specify):

**ORDER: APPROVING BIDDING PROCEDURES IN CONNECTION WITH THE SALE OF
ASSETS; APPROVING FORM AND MANNER OF NOTICE OF AUCTION AND SALE
HEARING; SCHEDULING A HEARING TO CONSIDER APPROVAL OF ASSET PURCHASE
AGREEMENT**

MAY 29 2003

was entered on (specify date):

I hereby certify that I mailed a copy of this notice and a true copy of the order or judgment to the persons and entities listed below on (specify date): **MAY 29 2003**

Cosmotronic Corporation Attn: Robert C. Doherty 16721 Noyes Ave. Irvine, CA 92606	Office of the U.S. Trustee 411 West Fourth Street, Suite 9041 Santa Ana, CA 92701-8000
Winthrop Couchot PC Attn: Lori Gauthier 660 Newport Center Drive, 4 th Fl. Newport Beach, CA 92660	Secured Creditor - Dresdner Bank AG Pamela Webster, Esq. Jeff Garfinkle, Esq. Buchalter Nemer Fields & Younger 601 S Figueroa Street, #2500 Los Angeles, CA 90017-5704
Attorneys for Thayer Capital Partners Justin Hewitt, Esq. Shearman & Sterling 599 Lexington Ave. New York, NY 10022	Proposed Committee Counsel Evan D. Smiley, Esq. Albert Weiland & Golden, LLP 650 Town Center Drive, Suite 950 Costa Mesa, CA 92626

DATED: **MAY 29 2003**

JON DAVID CERETTO
Clerk of the Bankruptcy Court

By: **NICHELLE MAXON**
Deputy Clerk

Exhibit

Page

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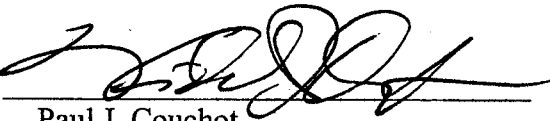
CERTIFICATE RE NOTICE

The undersigned [(XXX) Attorney or () Movant] hereby certified that:

1. The entities served as set forth in the annexed proof of service are all of the entities required by this Court to be served with the pleading(s) referred to therein; and
2. The names and addresses of such entities set forth in the annexed proof of service are their correct names and addresses according to the records of the United States Bankruptcy Court for the case specified below in which such proof of service is to be filed.

The undersigned hereby acknowledges that this Certificate is filed in compliance with Bankruptcy Rule 9011(a) and may be relied upon by the Bankruptcy Court for the purpose of determining whether each pleading which is the subject of such proof of service has been properly served.

DATED: May 30, 2003

By: 
Paul J. Couchot
Fidel J. Orantes
Proposed General Insolvency
Counsel for Debtor and Debtor-in-Possession

CASE NAME:	Cosmotronic Corporation
CASE NO:	SA 03-13631-RA
ADV. NO.:	n/a
DATE & TIME OF HEARING	

CERTIFICATE OF SERVICE

I, Cynthia E. Tennell declare as follows:


I am employed in the County of Orange, State of California; I am over the age of eighteen years and am not a party to this action; my business address is 660 Newport Center Drive, Fourth Floor, Newport Beach, California 92660, in said County and State. On **May 30, 2003**, I served the following document(s): **NOTICE OF SALE OF ESTATE PROPERTY** on each of the interested parties (stated on the attached service list/as follows):

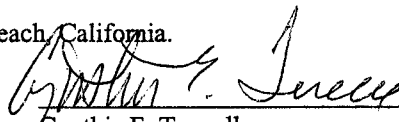
Cosmotronic Corporation Attn: Robert C. Doherty 16721 Noyes Ave. Irvine, CA 92606	Office of the U.S. Trustee 411 West Fourth Street, Suite 9041 Santa Ana, CA 92701-8000
Attorney for Committee Evan D. Smiley, Esq. Albert Weiland & Golden 650 Town Center Drive, #1350 Costa Mesa, CA 92626	Secured Creditor - Dresdner Bank AG Pamela Webster, Esq. Jeff Garfinkle, Esq. Buchalter Nemer Fields & Younger 601 S Figueroa Street, #2500 Los Angeles, CA 90017-5704
Attorneys for Thayer Capital Partners Justin Hewitt, Esq. Shearman & Sterling 599 Lexington Ave. New York, NY 10022	

by the following means of service:

- ☒ **BY FEDERAL EXPRESS OR UNITED STATES POSTAL EXPRESS MAIL:** On the above-mentioned date, I placed a true copy of the above mentioned document(s), in a sealed envelope or package designated by either Federal Express or the United States Postal Service with delivery fees paid or provided for, addressed to the person(s) as indicated above and deposited same in a box or other facility regularly maintained by Federal Express or the United States Postal Service or delivered same to an authorized courier or driver authorized by Federal Express or the United States Postal Service to receive documents.
- ☒ I am employed in the office of Winthrop Couchot Professional Corporation, Fidel J. Orantes is a member of the bar of this court.
- ☐ (STATE) I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.
- ☒ (FEDERAL) I declare under penalty of perjury that the foregoing is true and correct.

Executed on May 30, 2003, at Newport Beach, California.


Initials


Cynthia E. Tennell